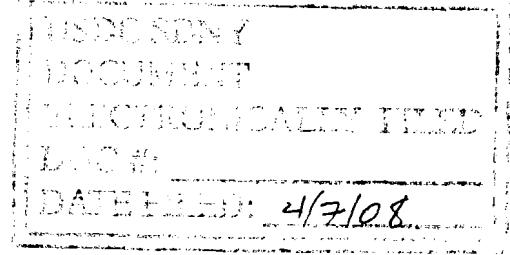


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



SAMUEL T. COHEN and JEROME BIRN,
derivatively and on behalf of BEAR STEARNS
COMPANIES, INC.,

Plaintiffs,

vs.

THE BEAR STEARNS COMPANIES, INC., et al.,

Defendants.

x : 07 CV 10453 (RMB)

: STIPULATION AND
~~PROPOSED~~ ORDER
REGARDING FILING OF
SECOND AMENDED
COMPLAINT AND BRIEFING
SCHEDULE

x

This Stipulation is entered into by and among the parties to this action.

WHEREAS, at a conference before this Court on January 10, 2008, plaintiffs were granted leave to file an amended complaint; and

WHEREAS, on March 3, 2008, plaintiffs filed an amended complaint; and

WHEREAS, plaintiffs now seek leave to file a second amended complaint, and defendants consent to the filing of such complaint;

IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned counsel for the parties, as follows:

1. Plaintiffs are granted leave to file and serve a second amended complaint on or before April 10, 2008.
2. Defendants need not respond to any existing complaints filed by plaintiffs.
3. Defendants are granted leave to file and serve a joint motion to dismiss the second amended complaint no later than 60 days from the date of the filing of plaintiffs' second amended complaint.

4. Plaintiffs are granted leave to file and serve an opposition to defendants' motion to dismiss no later than 40 days from the date of the filing of defendants' motion to dismiss.

5. Defendants are granted leave to file and serve a reply in support of their motion to dismiss no later than 20 days from the date of the filing of plaintiffs' opposition.

6. Defendants' motion to dismiss will be limited to 35 pages, exclusive of exhibits; plaintiffs' opposition to defendants' motion to dismiss will be limited to 35 pages, exclusive of exhibits; and defendants' reply in support of their motion to dismiss will be limited to 15 pages, exclusive of exhibits.

Dated: April 4, 2008

BROWER PIVEN
A Professional Corporation

By:



David A. P. Brower
488 Madison Avenue
Eighth Floor
New York, NY 10022
(212) 501-9000

ROBBINS UMEDA & FINK, LLP
JEFFREY P. FINK
GEORGE C. AGUILAR
610 West Ash Street, Suite 1800
San Diego, CA 92101
Telephone: (619) 525-3990
Fax: (619) 525-3991

LAW OFFICES OF THOMAS G. AMON
250 West 57th Street, Suite 1316
New York, NY 10107
Telephone: (212) 810-2430
Fax: (212) 810-2427

Attorneys for Plaintiffs Samuel Cohen and Jerome Birn

Richard A. Bernstein

United States District Judge
Richard M. Bernstein

4/7/08
Date:

SO ORDERED:

Attorneys for Defendants Henry Blitzen,
Curt D. Gluckman, Michael Goldstein,
Donald L. Harrington, Frank T. Nitschell,
Paul A. Novelli, Frederick W. Sadermo,
Vincent Rose, and Wesley S. Williams, Jr.

(212) 351-4000
200 Park Avenue
New York, NY 10166

Randy M. Mastri
Robert F. Seiro

By:

GIBSON, DUNN & CRUTCHER LLP
Attorneys for Plaintiff The Bear Stearns
Companies, Inc., James E. Cayne, Jeffrey M.
Furber, Alan C. Greenberg, Jeffrey Mayer,
Michael Milkes, Samuel L. Molinaro, Alan
D. Schwartz and Warren J. Specter

(212) 504-6000
One World Financial Center
New York, NY 10281

Gregory A. Markef
Ronni Setton

By:

Karen M. Flueckiger
CADWALLADER, WICKERSHAM &
TAFT LLP

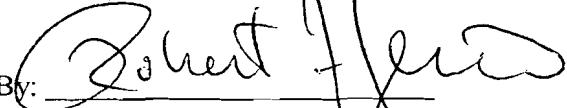
CADWALADER, WICKERSHAM &
TAFT LLP

By: _____
Gregory A. Markel
Ronit Setton

One World Financial Center
New York, NY 10281
(212) 504-6000

Attorneys for Defendants The Bear Stearns Companies, Inc., James E. Cayne, Jeffrey M. Farber, Alan C. Greenberg, Jeffrey Mayer, Michael Minikes, Samuel L. Molinaro, Alan D. Schwartz and Warren J. Spector

GIBSON, DUNN & CRUTCHER LLP

By: 
Randy M. Mastro
Robert F. Serio

200 Park Avenue
New York, NY 10166
(212) 351-4000

Attorneys for Defendants Henry Bienen, Carl D. Glickman, Michael Goldstein, Donald J. Harrington, Frank T. Nickell, Paul A. Novelly, Frederic V. Salerno, Vincent Tese, and Wesley S. Williams, Jr.

SO ORDERED:

Date: _____

Richard M. Berman
United States District Judge